

EXHIBIT 5

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : **Jointly Administered**
: **Case No. 02-10429 (JKF)**
KAISER ALUMINUM CORPORATION, :
a Delaware corporation, et al., : **Chapter 11**
: **Debtors.** : **Re: Agenda Item No. 9, Docket No. 2631**

ORDER APPOINTING FRANCIS MCGOVERN AS MEDIATOR

This matter coming before the Court on the Application for an Order Appointing Francis McGovern as Mediator (the "Application"), filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); the Court having reviewed (i) the Application and (ii) the Verified Statement of Francis McGovern Pursuant to Bankruptcy Rule 2014(a) (the "Statement") attached to the Application as Exhibit A; and the Court having determined that the legal and factual bases set forth in the Application and the Statement establish just cause for the relief granted herein;

THE COURT HEREBY FINDS THAT:

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
- C. Notice of the Application was sufficient under the circumstances.
- D. The Application and the Statement are in full compliance with all applicable provisions of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"); the Federal Rules of Bankruptcy Procedure; and the Local Rules of this Court. Francis McGovern does not hold or represent any interest adverse to the Debtors' estates and is a "disinterested person," as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code.

E. The appointment of Francis McGovern in accordance with the Application and this Order is in the best interests of the Debtors, their respective estates, the Debtors' existing and future asbestos claimants and all other parties in interest.

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. Francis McGovern is hereby appointed as mediator for the purposes set forth in the Application, pursuant to sections 105 and 327 of the Bankruptcy Code, *nunc pro tunc* to June 1, 2003.
3. The Debtors are authorized to compensate Francis McGovern for his services in accordance with the Engagement Letter attached to the motion without further notice or Court approval.

Dated: 8/25, 2003

Judith K. Fitzgerald
UNITED STATES BANKRUPTCY JUDGE